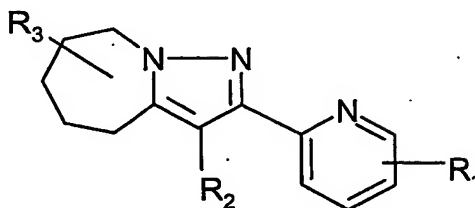


WE CLAIM:

1. A compound according to the structure



Formula 1

wherein R_1 may be one or more optional substituents selected from the group consisting of: (C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6)alkoxy, (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbamoyl, N,N-di-[(C1-C6)alkyl]carbamoyl, (C2-C6)alkanoyl, (C2-C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino, (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, thiophenyl, aminophenyl, trifluoromethyl, halo, trifluoromethoxy, hydroxymethyl, N-pyrrolidino, N-morpholino, phenylthio, (C1-C4)dialkylaminomethyl, methoxyphenyl, amino, hydroxy, carboxyl, phenyl, arylalkyl;

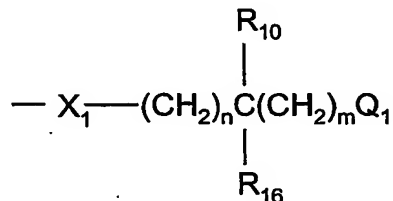
20

R_2 is unsubstituted or substituted quinoline; unsubstituted or substituted quinoline N-oxide; unsubstituted or substituted phenyl; unsubstituted or substituted naphthalene; unsubstituted or substituted pyridine; unsubstituted or substituted pyridine N-oxide; unsubstituted or substituted quinazoline; unsubstituted or substituted cinnoline; unsubstituted or substituted benzodioxole; unsubstituted or substituted benzodioxane; unsubstituted or substituted pyrimidine; unsubstituted or substituted benzothiophene; unsubstituted or substituted phenanthrolene; wherein the substitution may independently be one or more of the following:

25

(C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6) alkylhalide, (C1-C6)alkoxy, (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbamoyl, N,N-di-[(C1-C6)alkyl]carbamoyl, aminooxy, N-(C1-C6)alkyl aminooxy, N,N-di-[(C1-C6)alkyl]aminooxy, (C2-C6)alkanoyl, (C2-C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino, (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, sulphamoyl, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, phenyl, thiophenyl, aminophenyl, phenylthio, halo, cyano, pyridinyl, arylalkyl, hydroxy, N-pyrrolidino, N-morpholino, carboxyl, [5-phenyl-1,2,4-oxadiazole-3-yl]methoxy, 6-methyl-pyridazin-3-yloxy, (5-oxo-2-pyrrolidinyl)methoxy, 2-(4,5-dihydro-1H-imidazolyl), N, N-dialkylcarbamoyloxy, 1-hydroxy-1-methylethyl, 4-fluorophenyl, 3,4-methylenedioxyphenyl, trifluoromethyl, trifluoromethoxy,

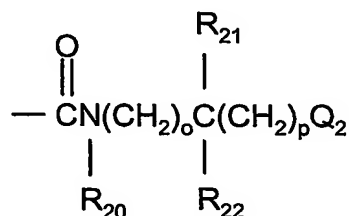
or a group of the formula:



wherein: X₁ is O, N, S, SO₂, NR₁₃, C(O), or bond; Q₁ is hydrogen, phenyl, 5-(2,2-difluoro-1,3-benzodioxolyl), C(O)Q₅, or pyridyl when, except when one is 0 the other cannot be 0 are independently 0-2; Q₁ is OR₁₁, NR₁₁R₁₂, halo, N-morpholino, N-piperazino-N'R₁₃, N-imidazolyl, N-pyrazolyl, N-triazolyl, N-(4-piperidinylpiperidine), SO₂R₁₄, SOR₁₄, NHSO₂R₁₅, acetamido, N-phthalimido, N-oxazolidino, N-imidazolino, N-benzoxazolidino, N-pyrrolidinonyl, N(N'-methylbenzimidazolino), N,N-di(C1-C4)alkylamino(C1-C4)alkoxy, N-benzimidazolino; when m and n are independently 0-2, but one or the other of m or n is not 0; Q₅ is hydroxy, methoxy, amino, diethylamino, dimethylamino; R₁₀ is hydrogen, halo, (C1-C6)alkyl; R₁₁ and R₁₂ are independently hydrogen, (C1-C6)alkyl, (C1-C6)alkoxy, arylalkyl, (C3-C8)cycloalkyl, (C3-

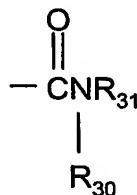
C8)cycloalkylmethyl, 4-(N-methylpiperidiny), pyridyl, or R₁₁ and R₁₀ can be taken together to form a 4, 5, 6, or 7 membered ring, or R₁₁ and R₁₂ can be taken together to form a 3, 4, 5, 6, or 7 membered ring; R₁₃ is hydrogen, (C1-C6)alkyl, 2-methoxyphenyl, 2-pyridimidinyl; R₁₄ is 2-pyrimidinyl, N-methyl-2-imidazolyl, 4-chlorophenyl, 2-pyridylmethyl; R₁₅ is (C1-C6)alkyl, N-methyl-4-imidazolyl; R₁₆ is hydrogen, halo, arylalkyl, aryl,

or a group of the formula:



wherein: Q₂ is hydrogen, 4-imidazolyl, or C(O)NR₂₄R₂₅ when o and p are independently 0-2; Q₂ is OR₂₃, NR₂₄R₂₅, or N-morpholino, when o and p are independently 0-2, but one or the other of o or p is not 0; R₂₀ is hydrogen, or (C1-C6)alkyl; R₂₁ is hydrogen, (C1-C6)alkyl, or R₂₁ and R₂₀ can be taken together to form a 4, 5, 6, or 7 membered ring; R₂₂ is hydrogen, (C1-C6)alkyl, arylalkyl, aryl, or R₂₁ and R₂₂ can be taken together to be a 3, 4, 5, 6, 7 membered ring; R₂₃ is hydrogen or (C1-C6)alkyl; R₂₄ is hydrogen, (C1-C6)alkyl, or R₂₄ and R₂₅ can be taken together to form a 3, 4, 5, 6, or 7 membered ring, or R₂₄ and R₂₀ can be taken together to form a 6 or 7 membered ring; R₂₅ is hydrogen, (C1-C6)alkyl, or acetyl,

or a group of the formula:



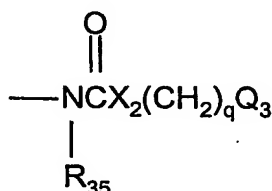
wherein: R₃₀ is hydrogen, or (C1-C6)alkyl; R₃₁ is hydrogen, (C1-C6)alkyl, 2-pyridyl, pyridylmethyl, amino, or hydroxy,

or a group of the formula:



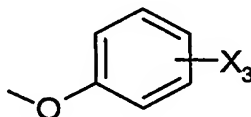
wherein: R_{32} and R_{33} are each independently hydrogen, (C1-C6)alkyl, acetyl, (C1-C4)alkylsulphonyl, or R_{32} and R_{33} can be taken together to form a 4, 5, 6, or 7 membered ring,

or a group of the formula:



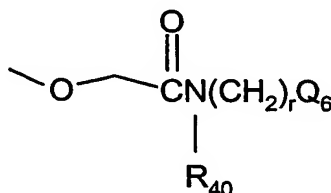
wherein: X_2 is CH_2 , O, or N; q is 2-3 except when Q_3 is a bond, q is 0-3; Q_3 is $\text{NR}_{36}\text{R}_{37}$, or OR_{38} , and R_{35} is hydrogen, or R_{35} and Q_3 can be taken together to form a 5 membered ring; R_{36} , R_{37} , and R_{38} are each independently hydrogen, or (C1-C6)alkyl,

or a group of the formula:



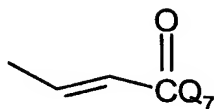
wherein: X_3 is cyano, carboxamide, N,N-dimethylcarboxamide, N,N-dimethylthiocarboxamide, N,N-dimethylaminomethyl, 4-methylpiperazin-1-yl-methyl or carboxylate,

or a group of the formula:



wherein: Q_6 is $\text{NR}_{41}\text{R}_{42}$; r is 2-3; R_{40} is hydrogen, or (C1-C6)alkyl; R_{41} and R_{42} are hydrogen, (C1-C6)alkyl, or R_{41} and R_{42} can be taken together to form a 6 or 7 membered ring,

or a group of the formula:



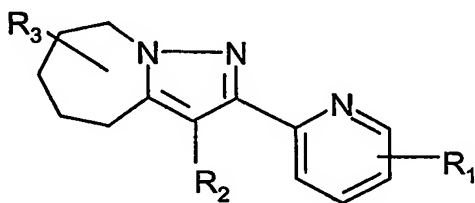
wherein: Q₇ is hydroxy, methoxy, dimethylamino, or N-piperidinyl;

5 R₃ may be one or more optional substituents selected from the group consisting of (C1-C6 alkyl);

and the pharmaceutically acceptable salts thereof.

10

2. A compound according to the structure:



Formula 1

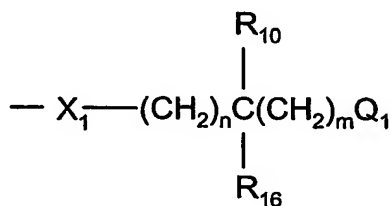
15 wherein R₁ may be one or more optional substituents selected from the group consisting of: (C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6)alkoxy, (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbonyl, N,N-di-[(C1-C6)alkyl]carbonyl, (C2-C6)alkanoyl, (C2-C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino, (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, thiophenyl, aminophenyl, 20 trifluoromethyl, halo, trifluoromethoxy, hydroxymethyl, N-pyrrolidino, N-morpholino, phenylthio, (C1-C4)dialkylaminomethyl, methoxyphenyl, amino, hydroxy, carboxyl, phenyl, arylalkyl;

R₂ is substituted or unsubstituted quinoline; substituted or unsubstituted quinoline N-oxide;

wherein the substitution may independently be one or more of the following:

(C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6) alkylhalide, (C1-C6)alkoxy,
5 (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbonyl, N,N-di-[(C1-C6)alkyl]carbonyl, aminooxy, N-(C1-C6)alkyl aminooxy, N,N-di-[(C1-C6)alkyl]aminooxy, (C2-C6)alkanoyl, (C2-C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino,
10 (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, sulphamoyl, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, phenyl, thiophenyl, aminophenyl, phenylthio, halo, cyano, pyridinyl, arylalkyl, hydroxy, N-
15 pyrrolidino, N-morpholino, carboxyl, [5-phenyl-1,2,4-oxadiazole-3-yl]methoxy, 6-methyl-pyridazin-3-yloxy, (5-oxo-2-pyrrolidinyl)methoxy, 2-(4,5-dihydro-1H-imidazolyl), N, N-dialkylcarbamoxyloxy, 1-hydroxy-1-methylethyl, 4-fluorophenyl, 3,4-methylenedioxyphenyl, trifluoromethyl, trifluoromethoxy,

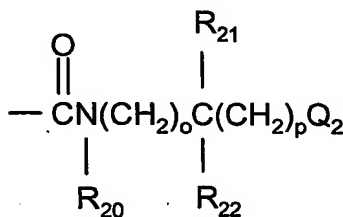
20 or a group of the formula :



wherein: X₁ is O, N, S, SO₂, NR₁₃, C(O), or bond; Q₁ is hydrogen, phenyl, 5-(2,2-difluoro-1,3-benzodioxolyl), C(O)Q₅, or pyridyl when, except when one is 0 the other cannot be 0 are independently 0-2; Q₁ is OR₁₁, NR₁₁R₁₂, halo, N-morpholino, N-
25 piperazino-N'R₁₃, N-imidazolyl, N-pyrazolyl, N-triazolyl, N-(4-piperidinylpiperidine), SO₂R₁₄, SOR₁₄, NHSO₂R₁₅, acetamido, N-phthalimido, N-oxazolidino, N-imidazolino, N-benzoxazolidino, N-pyrrolidinonyl, N(N'-methylbenzimidazolino), N,N-di(C1-C4)alkylamino(C1-C4)alkoxy, N-benzimidazolino; when m and n are independently 0-2,

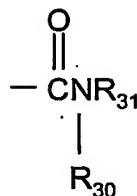
but one or the other of m or n is not 0; Q₅ is hydroxy, methoxy, amino, diethylamino, dimethylamino; R₁₀ is hydrogen, halo, (C1-C6)alkyl; R₁₁ and R₁₂ are independently hydrogen, (C1-C6)alkyl, (C1-C6)alkoxy, arylalkyl, (C3-C8)cycloalkyl, (C3-C8)cycloalkylmethyl, 4-(N-methylpiperidinyl), pyridyl, or R₁₁ and R₁₀ can be taken together to form a 4, 5, 6, or 7 membered ring, or R₁₁ and R₁₂ can be taken together to form a 3, 4, 5, 6, or 7 membered ring; R₁₃ is hydrogen, (C1-C6)alkyl, 2-methoxyphenyl, 2-pyridimidinyl; R₁₄ is 2-pyrimidinyl, N-methyl-2-imidazolyl, 4-chlorophenyl, 2-pyridylmethyl; R₁₅ is (C1-C6)alkyl, N-methyl-4-imidazolyl; R₁₆ is hydrogen, halo, arylalkyl, aryl,

or a group of the formula:



wherein: Q₂ is hydrogen, 4-imidazolyl, or C(O)NR₂₄R₂₅ when o and p are independently 0-2; Q₂ is OR₂₃, NR₂₄R₂₅, or N-morpholino, when o and p are independently 0-2, but one or the other of o or p is not 0; R₂₀ is hydrogen, or (C1-C6)alkyl; R₂₁ is hydrogen, (C1-C6)alkyl, or R₂₁ and R₂₀ can be taken together to form a 4, 5, 6, or 7 membered ring; R₂₂ is hydrogen, (C1-C6)alkyl, arylalkyl, aryl, or R₂₁ and R₂₂ can be taken together to be a 3, 4, 5, 6, 7 membered ring; R₂₃ is hydrogen or (C1-C6)alkyl; R₂₄ is hydrogen, (C1-C6)alkyl, or R₂₄ and R₂₅ can be taken together to form a 3, 4, 5, 6, or 7 membered ring, or R₂₄ and R₂₀ can be taken together to form a 6 or 7 membered ring; R₂₅ is hydrogen, (C1-C6)alkyl, or acetyl,

or a group of the formula:



wherein: R_{30} is hydrogen, or (C1-C6)alkyl; R_{31} is hydrogen, (C1-C6)alkyl, 2-pyridyl, pyridylmethyl, amino, or hydroxy,

5

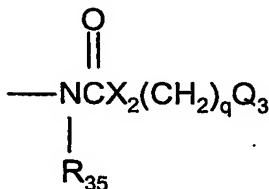
or a group of the formula:



wherein: R_{32} and R_{33} are each independently hydrogen, (C1-C6)alkyl, acetyl, (C1-C4)alkylsulphonyl, or R_{32} and R_{33} can be taken together to form a 4, 5, 6, or 7 membered ring,

10

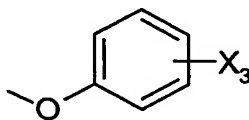
or a group of the formula:



wherein: X_2 is CH_2 , O, or N; q is 2-3 except when Q_3 is a bond, q is 0-3; Q_3 is $\text{NR}_{36}\text{R}_{37}$, or OR_{38} , and R_{35} is hydrogen, or R_{35} and Q_3 can be taken together to form a 5 membered ring; R_{36} , R_{37} , and R_{38} are each independently hydrogen, or (C1-C6)alkyl,

15

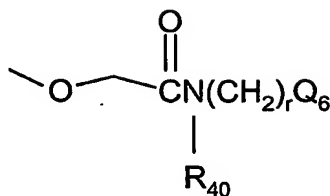
or a group of the formula:



wherein: X_3 is cyano, carboxamide, N,N-dimethylcarboxamide, N,N-dimethylthiocarboxamide, N,N-dimethylaminomethyl, 4-methylpiperazin-1-yl-methyl or carboxylate,

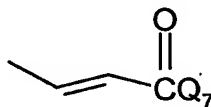
20

or a group of the formula:



wherein: Q₆ is NR₄₁R₄₂; r is 2-3; R₄₀ is hydrogen, or (C1-C6)alkyl; R₄₁ and R₄₂ are hydrogen, (C1-C6)alkyl, or R₄₁ and R₄₀ can be taken together to form a 6 or 7 membered ring,

or a group of the formula:

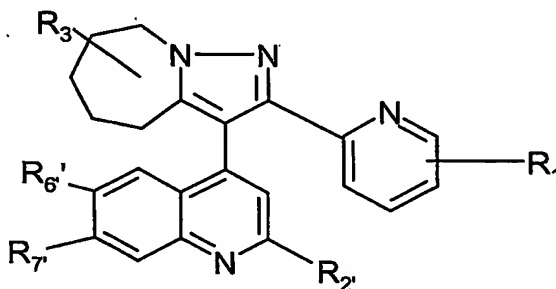


wherein: Q₇ is hydroxy, methoxy, dimethylamino, or N-piperidinyl;

R₃ may be one or more optional substituents selected from the group consisting of (C1-C6 alkyl);

and the pharmaceutically acceptable salts thereof.

3. A compound according to claim 2 of the formula:



Formula II

wherein R₁ may be one or more optional substituents selected from the group consisting of: (C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6)alkoxy, (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbamoyl, N,N-di-[(C1-C6)alkyl]carbamoyl, (C2-C6)alkanoyl, (C2-

REPLACED BY
ART 34 AMDT -49-

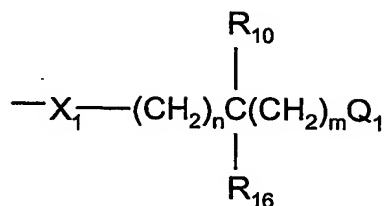
C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino, (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, thiophenyl, aminophenyl, trifluoromethyl, halo, trifluoromethoxy, hydroxymethyl, N-pyrrolidino, N-morpholino, phenylthio, dialkylaminomethyl, methoxyphenyl, amino, hydroxy, carboxyl, phenyl, arylalkyl;

R_3 may be one or more optional substituents selected from the group consisting of (C1-C6 alkyl);

R_2 is hydrogen; (C1-C6)alkyl; (C1-C6)alkylthio; (C1-C6)alkoxy; halo; thiophenyl; aminophenyl; N-pyrrolidino; N-morpholino;

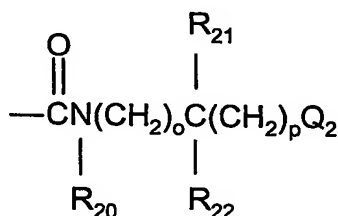
R_6 and R_7 are independently one or more of the following: hydrogen, (C1-C6)alkyl, (C2-C6)alkenyl, (C2-C6)alkynyl, (C1-C6) alkylhalide, (C1-C6)alkoxy, (C2-C6)alkenyloxy, (C2-C6)alkynyloxy, (C1-C6)alkylthio, (C1-C6)alkylsulphinyl, (C1-C6)alkylsulphonyl, (C1-C6)alkylamino, di-[(C1-C6)alkyl]amino, (C1-C6)alkoxycarbonyl, N-(C1-C6)alkylcarbonyl, N,N-di-[(C1-C6)alkyl]carbonyl, aminooxy, N-(C1-C6)alkyl aminooxy, N,N-di-[(C1-C6)alkyl]aminooxy, (C2-C6)alkanoyl, (C2-C6)alkanoyloxy, (C2-C6)alkanoylamino, N-(C1-C6)alkyl-(C2-C6)alkanoylamino, (C3-C6)alkenoylamino, N-(C1-C6)alkyl-(C3-C6)alkenoylamino, (C3-C6)alkynoylamino, N-(C1-C6)alkyl-(C3-C6)alkynoylamino, sulphamoyl, N-(C1-C6)alkylsulphamoyl, N,N-di-[(C1-C6)alkyl]sulphamoyl, (C1-C6)alkanesulphonylamino, N-(C1-C6)alkyl-(C1-C6)alkanesulphonylamino, carboxamide, ethylene, phenyl, thiophenyl, aminophenyl, phenylthio, halo, cyano, pyridinyl, arylalkyl, hydroxy, N-pyrrolidino, N-morpholino, carboxyl, [5-phenyl-1,2,4-oxadiazole-3-yl]methoxy, 6-methyl-pyridazin-3-yloxy, (5-oxo-2-pyrrolidinyl)methoxy, 2-(4,5-dihydro-1H-imidazolyl), N, N-dialkylcarbamoxyloxy, 1-hydroxy-1-methylethyl, 4-fluorophenyl, 3,4-methylenedioxyphenyl, trifluoromethyl, trifluoromethoxy,

or a group of the formula:



wherein: X_1 is O, N, S, SO_2 , NR_{13} , C(O), or bond; Q_1 is hydrogen, phenyl, 5-(2,2-difluoro-1,3-benzodioxolyl), C(O) Q_5 , or pyridyl when m and n are independently 0-2, except when one is 0 the other cannot be 0; Q_1 is OR_{11} , $\text{NR}_{11}\text{R}_{12}$, halo, N-morpholino, N-piperazino- $\text{N}'\text{R}_{13}$, N-imidazolyl, N-pyrazolyl, N-triazolyl, N-(4-piperidinylpiperidine), SO_2R_{14} , SOR_{14} , $\text{NHSO}_2\text{R}_{15}$, acetamido, N-phthalimido, N-oxazolidino, N-imidazolino, N-benzoxazolidino, N-pyrrolidinonyl, N(N'-methylbenzimidazolino), N,N-di(C1-C4)alkylamino(C1-C4)alkoxy, N-benzimidazolino; when m and n are independently 0-2, but one or the other of m or n is not 0; Q_5 is hydroxy, methoxy, amino, diethylamino, dimethylamino; R_{10} is hydrogen, halo, (C1-C6)alkyl; R_{11} and R_{12} are independently hydrogen, (C1-C6)alkyl, (C1-C6)alkoxy, arylalkyl, cycloalkyl, cycloalkylmethyl, 4-(N-methylpiperidinyl), pyridyl, or R_{11} and R_{10} can be taken together to form a 4, 5, 6, or 7 membered ring, or R_{11} and R_{12} can be taken together to form a 3, 4, 5, 6, or 7 membered ring; R_{13} is hydrogen, (C1-C6)alkyl, 2-methoxyphenyl; R_{14} is 2-pyrimidinyl, N-methyl-2-imidazolyl, 4-chlorophenyl, 2-pyridylmethyl; R_{15} is (C1-C6)alkyl, N-methyl-4-imidazolyl; R_{16} is hydrogen, halo, arylalkyl, aryl,

or a group of the formula:

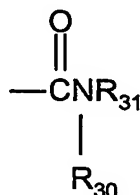


wherein: Q_2 is hydrogen, 4-imidazolyl, or C(O) $\text{NR}_{24}\text{R}_{25}$ when o and p are independently 0-2; Q_2 is OR_{23} , $\text{NR}_{24}\text{R}_{25}$, or N-morpholino, when o and p are independently 0-2, but one or the other of o or p is not 0; R_{20} is hydrogen, or (C1-C6)alkyl; R_{21} is hydrogen, (C1-C6)alkyl, or R_{21} and R_{20} can be taken together to form a 4, 5, 6, or 7 membered ring; R_{22} is hydrogen, (C1-C6)alkyl, arylalkyl, aryl, or R_{21} and R_{22} can be taken together to be a 3,

4, 5, 6, 7 membered ring; R_{23} is hydrogen or (C1-C6)alkyl; R_{24} is hydrogen, (C1-C6)alkyl, or R_{24} and R_{25} can be taken together to form a 3, 4, 5, 6, or 7 membered ring, or R_{24} and R_{20} can be taken together to form a 6 or 7 membered ring; R_{25} is hydrogen, (C1-C6)alkyl, or acetyl,

5

or a group of the formula:



wherein: R_{30} is hydrogen, or (C1-C6)alkyl; R_{31} is hydrogen, (C1-C6)alkyl, 2-pyridyl, pyridylmethyl, amino, or hydroxy,

10

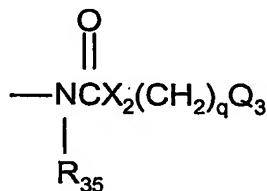
or a group of the formula:



wherein: R_{32} and R_{33} are each independently hydrogen, (C1-C6)alkyl, acetyl, alkylsulphonyl, or R_{32} and R_{33} can be taken together to form a 4, 5, 6, or 7 membered ring,

15

or a group of the formula:

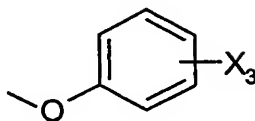


wherein: X_2 is CH_2 , O, or N; q is 2-3 except when Q_3 is a bond, q is 0-3; Q_3 is $\text{NR}_{36}\text{R}_{37}$, OR_{38} , or a bond; R_{35} is hydrogen, or R_{35} and Q_3 (when Q_3 is a bond) can be taken together to form a 5 membered ring; R_{36} , R_{37} , and R_{38} are each independently hydrogen, or (C1-C6)alkyl,

20

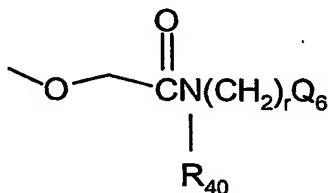
ART 34 AND 35 -52-

or a group of the formula:



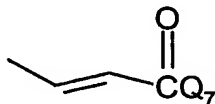
wherein: X_3 is cyano, carboxamide, N,N-dimethylcarboxamide, N,N-dimethylthiocarboxamide, N,N-dimethylaminomethyl, 4-methylpiperazin-1-yl-methyl or
 5 carboxylate,

or a group of the formula:



wherein: Q_6 is $NR_{41}R_{42}$; r is 2-3; R_{40} is hydrogen, or (C1-C6)alkyl; R_{41} and R_{42} are
 10 hydrogen, (C1-C6)alkyl, or R_{41} and R_{40} can be taken together to form a 6 or 7 membered ring,

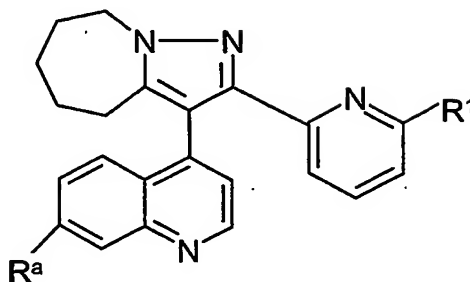
or a group of the formula:



15 wherein: Q_7 is hydroxy, methoxy, dimethylamino, or N-piperidinyl;

and the pharmaceutically acceptable salts thereof.

4. A compound of the formula:



Formula III

- 5 wherein

R^1 is hydrogen or methyl;

R^a is hydroxy; (C1-C4)alkoxy; or $-O(CH_2)_2N$ -morpholino;

and the pharmaceutically acceptable salts thereof.

- 10 5. A compound according to claim 1 selected from the group consisting of:
- a. 3-quinolin-4-yl-2-pyridin-2-yl-5,6,7,8-tetrahydro-4H-pyrazolo[1,5-a]azepine.
- b. (7-Methoxy-quinolin-4-yl)-2-pyridin-2-yl-5,6,7,8-tetrahydro-4H-pyrazolo[1,5a]azepine.
- 15 c. 4-(2-Pyridin-2-yl-5,6,7,8-tetrahydro-4H-pyrazolo[1,5-a]azepin-3-yl)-quinolin-7-ol.
- d. 3-[7-(2-Morpholin-4-yl-ethoxy)-quinolin-4-yl]-2-pyridin-2-yl-5,6,7,8-tetrahydro-4H-pyrazolo[1,5-a]azepine.